RECORDATION NO 25664-6 FILED

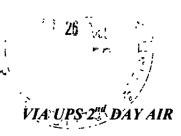
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4-16 PM

# FIRST UNION RAIL

One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018

Tel 847.318.7575 Fax 847.318.7588 www.firstunionrail.com SURFACE TRANSPURIATION BOARD



February 24, 2009

Ms. Anne K. Quinlan Surface Transportation Board 395 E Street S.W., Suite 100 Washington, D. C. 20024

Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement dated April 15, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25664.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation Lessee: TOLKO INDUSTRIES, LTD.

One O'Hare Centre 3203 30<sup>th</sup> Avenue 6250 River Road, Suite 5000 Vernon, B. C. Rosemont, IL 60018 V1T 6M1 Canada

A description of the railroad equipment covered by the enclosed document is twenty five (25) bulkhead flat cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely.

Marcia Dunne

Senior Documentation Specialist

Enclosures (101K017)

FEB 2 5 '69

SURFACE TRANSPURTATION BOARD

ASSGN: TOLK DIT

### **MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into this the 15 th day of 100 hpc/, 2008, by and between the Montreal branch of First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and Tolko Industries Ltd. (the "Lessee"), a Canadian corporation.

#### WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of May 27, 2005 (the "Lease") and Rider No. 9 thereto dated as of April 15, 2008, (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

#### LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie

Title: Regional Vice President, Sales

Signature: Susan A. Barrie

LESSEE:

TOLKO INDUSTRIES LTD.

Name: ALEX WALLIGE

Title: MANAGER, TRANSPORTATION SERVICES

Signature: Cucialla

# EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS:

Twenty-five (25).

DESCRIPTION OF CARS:

Bulkhead flat cars equipped for log service.

# CAR NUMBERS:

Existing Car		New
Numbers		Car Numbers
CN	615012	FURX 701200
CN	615072	FURX 701201
CN	615112	FURX 701202
CN	615137	FURX 701203
CN	615185	FURX 701204
CN	615193	FURX 701205
CN	615201	FURX 701206
CN	615247	FURX 701207
CN	615258	FURX 701208
CN	615301	FURX 701209
CN	615328	FURX 701210
CN	615351	FURX 701211
CN	615391	FURX 701212
CN	615413	FURX 701213
CN	615422	FURX 701214
CN	615462	FURX 701215
CN	615465	FURX 701216
CN	615477	FURX 701217
CN	615496	FURX 701218
CN	615504	FURX 701219
CN	615510	FURX 701220
CN	615564	FURX 701221
CN	615571	FURX 701222
CN	617031	FURX 701223
CN	617044	FURX 701224

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

## **CERTIFICATION OF RECORDS**

I, Susan Grokulsky, certify that I am the custodian of records for First Union Rail Corporation and that I have examined the attached copy of the Memorandum of Lease dated as of April 15, 2008, between First Union Rail Corporation (Lessor) and Tolko Industries Ltd. (Lessee) and that the same is a true and accurate copy of the original Memorandum of Lease relating to said lease.

Susan Grokulsky

Subscribed and sworn to before me this 10<sup>th</sup> day of February, 2009

NOTARY PUBLIC

OFFICIAL SEAL
GEORGIA FREIBURGER
NOTARY PUBLIC, STATE OF ILLINOIS
NY COMMISSION EXPIRES 6-5-2012